

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

Writer's Direct Dial Number
(804) 629-2818
Telecopier: (804) 533-4872

J. Gary Lane
General Solicitor

RECORDATION NO. 11437-0
FILED 1995

MAY 14 1995 - 3 33 PM

May 6, 1995

INTERSTATE COMMERCE COMMISSION

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of April 26, 1995. The primary document to which this is connected is recorded under Recordation No. 11437.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: First Trust of New York, National
Association (successor to Morgan
Guaranty Trust Company of New York)
100 Wall Street
New York, NY 10005

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the primary document to which this is connected is generally described as follows:

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (both inclusive)
400	Gondola Cars	GB	66800-67199
176	CUF Box Cars	XPI	584824-584999

Counterparts - J. Gary Lane

RECEIVED
OFFICE OF THE
SECRETARY
MAY 12 3 33 PM '95
LICENSING BRANCH

111

RUF Box Cars

XM

532000-532110

A fee of \$21.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated April 26, 1995, to terminate Equipment Trust Agreement with Recordation No. 11437, dated February 15, 1980, and covering 400 gondola cars numbered 66800-67199, 176 box cars numbered 584824-584999, and 111 box cars numbered 532000-532110, all inclusive.

Very truly yours,



J. Gary Lane

jgl
encl.



Interstate Commerce Commission
Washington, D.C. 20423-0001

5/12/95

Office Of The Secretary

J. Gary Lane
General Solicitor
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA. 23510-2191

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/12/95 at 3:35PM , and assigned recordation number(s). 11437-0.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

11437-0
MAY 17 1985

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 1 of 1980

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that First Trust of New York, National Association (successor to Morgan Guaranty Trust Company of New York) (the "Trustee"), as trustee under an Equipment Trust Agreement dated as of February 15, 1980, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), establishing Southern Railway Equipment Trust No. 1 of 1980 (the "Equipment Trust"), hereby certifies that all of the principal of the 13-5/8% Equipment Trust Certificates and any dividend warrants attached thereto issued under said Agreement have been fully paid or payment duly provided for, and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, without warranty or guaranty of any kind express or implied, all of the Trustee's right, title and interest in and to the railroad equipment of every character described in the Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of the Railroad.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its Trust Officers under its corporate seal attested by one of its Assistant Secretaries, this 26th day of April, 1995.

FIRST TRUST OF NEW YORK, NATIONAL
ASSOCIATION, as Trustee

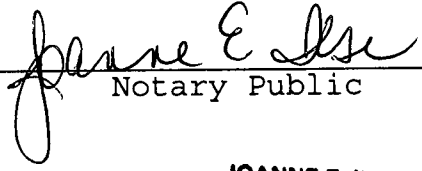
By: Leresita Glasgow
Trust Officer

ATTEST:

Frank P. L. Harris
Assistant Secretary

STATE OF)
)
 COUNTY OF)

On this 26th day of April, 1995, before me,
 a Notary Public, personally appeared TERESITA GLASGOW,
 to me personally known, who, being by me duly sworn, says he is a
Trust Officer of First Trust of New York,
 National Association, that the seal affixed to the foregoing
 instrument is the corporate seal of said corporation, that said
 instrument was signed and sealed on behalf of said corporation by
 authority of its Board of Directors, and he acknowledged that the
 execution of the foregoing instrument was the free act and deed
 of said corporation.


 Notary Public

My commission expires:

JOANNE E. ILSE
 Notary Public, State of New York
 No. 01IL5018680
 Qualified in Queens County
 Commission Expires October 4, 1995